

LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

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August 27, 1996

RECORDATION NO. 16017-AAA, RRR, SSS
FILED 1425

SEP 3 1996 - 1 15 PM

INTEREST COMMIS

RECEIVED
SURFACE TRANSPORTATION
BOARD
1 15 PM '96

Secretary
Surface Transportation Board
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 7-14)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission, now known as the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Fourteenth Supplement to Equipment Trust Agreement, a primary document, dated as of August 27, 1996, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, a New York Banking Corporation, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated August 27, 1996, between the Company ("Assignor") and the Bank, as Trustee ("Assignee"); and
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 26, 1996, between the Company ("Seller") and the Bank, as Trustee ("Buyer").

The enclosed Fourteenth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of November 4, 1988 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017 on November 8, 1988, along with an Assignment and Bill of Sale under Recordation Nos. 16017-A and 16017-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 16017-H and 16017-J, respectively; the Second Supplement to Equipment Trust Agreement dated as of August 13, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-N on August 20, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-M and 16017-O, respectively; and the Third Supplement to Equipment Trust Agreement dated as of August 26, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-S on August 28, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-R and 16017-T; and the Fourth

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Supplement to Equipment Trust Agreement dated as of August 30, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-U on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-V and 16017-W, respectively; and the Fifth Supplement to Equipment Trust Agreement dated as of November 23, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-Y on November 24, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-Z and 16017-AA, respectively; and the Sixth Supplement to the Equipment Trust Agreement dated as of February 23, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-CC on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-DD and 16017-GG, respectfully; and Correction Agreement to Sixth Supplement to Equipment Trust Agreement dated as of March 25, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-HH on March 29, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-II and 16017-JJ, respectfully; the Seventh Supplement to Equipment Trust Agreement dated as of August 30, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-LL on August 30, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-MM and 16017-NN; the Eighth Supplement to Equipment Trust Agreement dated as of September 23, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-PP on September 28, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-QQ and 16017-RR; and the Ninth Supplement to Equipment Trust Agreement dated as of March 17, 1995, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-TT on March 21, 1995, along with Assignment and Bill of Sale under Recordation Nos. 16017-UU and 16017-VV; and the Tenth Supplement to Equipment Trust Agreement dated as of September 25, 1995, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-XX on September 25, 1995, along with Assignment and Bill of Sale under Recordation Nos. 16017-YY and 16017-AAA; the Eleventh Supplement to Equipment Trust Agreement dated as of October 25, 1995 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-DDD on October 27, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 16017-EEE and 16017-FFF; the Twelfth Supplement to Equipment Trust Agreement dated as of December 21, 1995 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-HHH on December 26, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 16017-III and 16017-JJJ; and the Thirteenth Supplement to Equipment Trust Agreement dated as of February 16, 1996 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-LLL on February 23, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 16017-MMM and 16017-NNN.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay (21W) New York, New York 10286.

The railroad equipment covered by the Fourteenth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

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Enclosed is our firm's check in the amount of \$63.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Fourteenth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Fourteenth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Fourteenth Supplement to Equipment Trust Agreement, a primary document, dated as of August 27, 1996, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Seventy-Nine (79) railcars, and (ii) Assignment, a primary document, dated August 27, 1996, between the Company (as Assignor), and the Bank, as Trustee, and covering seventy-nine (79) railcars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated August 27, 1996, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Fourteenth Supplement to Equipment Trust Agreement referred to in paragraph (a) above.

Very truly yours,



Richard A. Fogel

RAF:slg
Enclosures

TRINITY INDUSTRIES LEASING COMPANY

(Series 7-14)

Equipment Trust, Series 7

Bill of Sale

RECORDATION NO. 16017-555
FILED 1429
SEP 3 1996 1:15 PM

THIS AGREEMENT, dated the 27th day of August, 1996, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and The Bank of New York, a New York Banking Corporation, as Successor Trustee (hereinafter called "Buyer"), as contemplated by the Fourteenth Supplement to Equipment Trust Agreement dated as of August 27, 1996, supplementing and amending the Equipment Trust Agreement dated as of November 4, 1988 (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The Seventy-Nine (79) railcars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By: F. Dean Phelps
F. Dean Phelps
Vice President

[SEAL]

ATTEST:

Neil O. Shroyer
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 27th day of August, 1996 before me, personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Richard A. Fogel
Signature of Notary Public

My Commission expires:

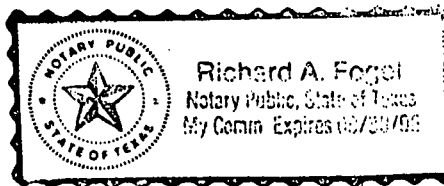


EXHIBIT A

1. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Rider 7):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
40	5191 cu. ft. Lo Covered Hopper Cars	ADMX 52002, 52003, 52005, 52008 ADMX 52013-52016, 52018-52022 ADMX 52029, 52030, 52034, 52035 ADMX 52038, 52041-52044, ADMX 52049-52052, 52054, 52055 ADMX 52057, 52058, 52060, 52062 ADMX 52067, 52068, 52071, 52072 ADMX 52076, 52078-52080

2. Railroad Car Lease Agreement, dated August 3, 1995, between Trinity Industries Leasing Company and Arcadian Fertilizer L.P. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	18,372 Gal. 111A60W7 Tank Car	TILX 200118

3. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Rider 21):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	5125 cu. ft. Lo Covered Hopper Cars	TILX 5383-5402

(Exhibit A Continued)

Series 7

4. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Rider 22):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
17	5125 cu ft. Lo Covered Hopper Cars	TILX 5418-5434

5. Railroad Car Lease Agreement, dated April 10, 1996, between Trinity Industries Leasing Company and Mark VII Logistics Services, Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	5,125 cu. ft. Lo Covered Hopper Cars	TILX 5382

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
40 Hopper Cars	Lo	5,191 cu. ft.	ADMX 52002, 52003 ADMX 52005, 52008 ADMX 52013-52016 ADMX 52018-52022 ADMX 52029, 52030 ADMX 52034, 52035 ADMX 52038 ADMX 52041-52044 ADMX 52049-52052 ADMX 52054, 52055 ADMX 52057, 52058 ADMX 52060, 52062 ADMX 52067, 52068 ADMX 52071, 52072 ADMX 52076 ADMX 52078-52080	06/96
1 Tank Car	111A60W7	18,372 Gal.	TILX 200118	10/95
20 Hopper Cars	Lo	5,125 cu. ft.	TILX 5383-5402	03/96
17 Hopper Cars	Lo	5,125 cu. ft.	TILX 5418-5434	05/96
1 Hopper Car	Lo	5,125 cu. ft.	TILX 5382	02/96